

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

_____)	
In re:)	
)	
BLUEWATER HLD CORP.,)	CHAPTER 7
)	CASE NO. 10-21384-FJB
Debtor.)	
_____)	

**CHAPTER 7 TRUSTEE'S APPLICATION
FOR AUTHORITY TO EMPLOY MURTHA CULLINA LLP AS COUNSEL**

To the Honorable Frank J. Bailey, United States Bankruptcy Judge:

Pursuant to Section 327 of the Bankruptcy Code, Fed. R. Bank. P. 2014 and MLBR 2014-1, John O. Desmond, the duly-appointed Chapter 7 Trustee for the above-captioned bankruptcy estate (the "Trustee"), hereby requests the entry of an Order authorizing the Trustee to employ the law firm of Murtha Cullina LLP as his counsel.

In support of this Application, the Trustee respectfully states:

1. On October 19, 2010, Bluewater Hld Corp. (the "Debtor") filed a voluntary petition pursuant to Chapter 11 of the Bankruptcy Code.
2. On February 25, 2011, the Court entered an Order converting the Debtor's case to one under Chapter 7 of the Bankruptcy Code.
3. On February 25, 2011, the Trustee was appointed as the Chapter 7 Trustee of the bankruptcy estate of the Debtor.
4. The Trustee seeks the entry of an Order authorizing the employment of the law firm of Murtha Cullina LLP ("Murtha Cullina") as his counsel in this case, with such compensation and reimbursement of out-of-pocket expenses as this Court may allow.

5. The Trustee selected Murtha Cullina because of the firm's experience in bankruptcy cases, and the Trustee believes that Murtha Cullina is well qualified to represent him in this case.

6. The professional services that Murtha Cullina are to render to the Trustee in this case include the following:

- a. to prepare all necessary pleadings associated with the liquidation and recovery of estate assets;
- b. to represent the Trustee at all Court proceedings;
- c. to assist the Trustee in the investigation of fraudulent transfers and insider and non-insider preferences;
- d. to perform such other legal services as may be required in the interest of creditors of the Debtor; and
- e. to facilitate the termination of the Debtor's 401(k) and other benefit plans including health insurance.

7. The Debtor has filed a creditor matrix which lists more than 300 parties. The Trustee is aware that Murtha Cullina represents or has represented two entities identified on the creditor matrix in matters unrelated to the Debtor or the Debtor's bankruptcy case.

8. The Trustee has reviewed the Affidavit of Thomas S. Vangel and is aware of Murtha Cullina's relationship with 2 of these entities. Specifically, Murtha Cullina currently represents one creditor, Komatsu Financial Limited Partnership ("Komatsu"), identified in the Debtor's schedules as holding a secured claim of approximately \$338,000, in one matter unrelated to the Debtor or the Debtor's bankruptcy estate. Murtha Cullina's representation of Komatsu has been limited to this one matter in New Hampshire which is near conclusion.

9. In addition, Murtha Cullina previously represented another creditor, CoActive Capital Partners, Inc., in connection with one matter involving service of a Subpoena, which was unrelated to matters involving the Debtor or the Debtor's bankruptcy case.

10. Also, as noted in Attorney Vangel's Affidavit, Murtha Cullina currently represents People's United Bank in Connecticut which is the parent company of People's United Equipment Finance Corp. f/k/a Financial Federal Credit, Inc.

11. Murtha Cullina and the Trustee are unaware of any dispute regarding Komatsu which would result in Komatsu becoming adverse to the bankruptcy estate. However, if such a situation should arise, Murtha Cullina will obtain an appropriate conflict or waiver or the Trustee will employ his firm or another law firm to represent him in connection with such dispute. The Trustee has no objection to Murtha Cullina continuing its representation of Komatsu.

12. To the best of the Trustee's knowledge, based on the affidavit of Thomas S. Vangel, Esq. submitted herewith, Murtha Cullina and all of the attorneys at Murtha Cullina do not represent or hold any interest adverse to those represented by the Trustee with respect to the matters for which the Trustee seeks to employ Murtha Cullina.

13. To the best of the Trustee's knowledge, Murtha Cullina has undertaken no representation of any creditor or equity holder that relates in any manner to the Debtor or the Chapter 7 Case.

14. The Affidavit of Thomas S. Vangel, a partner of the law firm of Murtha Cullina, is submitted in support of this Application.

WHEREFORE, the Trustee requests that this Court enter an Order authorizing the Trustee to employ the law firm of Murtha Cullina LLP to represent him in this case, with such compensation and reimbursement of out-of-pocket expenses as this Court may allow, and that this Court grant such other and further relief as may be just and proper.

Respectfully submitted,

/s/ John O. Desmond

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Dated: March 4, 2011

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

In re:)	
)	
BLUEWATER HLD CORP.,)	CHAPTER 7
)	CASE NO. 10-21384-FJB
Debtor.)	
)	

**AFFIDAVIT OF THOMAS S. VANGEL IN SUPPORT OF
CHAPTER 7 TRUSTEE'S APPLICATION FOR AUTHORITY
TO EMPLOY MURTHA CULLINA LLP AS COUNSEL**

Pursuant to Fed. R. Bankr. P. 2014(a), MLBR 2014-1 and 11 U.S.C. §327, I, Thomas S. Vangel, state under the penalty of perjury that the foregoing is true and correct:

1. I am an attorney duly admitted to practice before the courts of the Commonwealth of Massachusetts and the United States District Court for the District of Massachusetts.
2. I am a partner in the law firm of Murtha Cullina LLP, 99 High Street, Boston, Massachusetts ("Murtha Cullina").
3. I hereby represent that neither I nor any member of my firm holds or represents any interest adverse to the estate of Bluewater Hld Corp. (the "Debtor").
4. To the best of my knowledge, information, and belief, neither Murtha Cullina nor any member of the firm of Murtha Cullina has any connection with any Bankruptcy Judge in the District of Massachusetts, the Debtor, their respective attorneys or accountants, the United States Trustee or any person employed by the United States Trustee which would render the employment of the undersigned and the firm of Murtha Cullina improper.
5. I have run the over 300 parties listed on the creditor matrix through my firm's conflict system and determined that Murtha Cullina currently represents one of the listed parties in a matter in New Hampshire unrelated to the Debtor's bankruptcy case and Murtha Cullina has previously represented one other party, also in matters unrelated to the Debtor's bankruptcy case. These parties are discussed below.
6. Murtha Cullina currently represents Komatsu Financial Limited Partnership ("Komatsu") in one matter involving the repossession of two pieces of construction equipment in New Hampshire that is unrelated to matters involving the Debtor or the Debtor's bankruptcy case. Komatsu is listed in the Debtor's schedules as holding a secured claim against the Debtor's bankruptcy estate in the amount of approximately \$338,000, which represents approximately 6% of the \$5.7 million in secured claims listed by the Debtor in its schedules.

7. Murtha Cullina currently represents People's United Bank in Connecticut which is the parent company of People's United Equipment Finance Corp. f/k/a Financial Federal Credit, Inc. ("Financial Federal"). Financial Federal is listed in the Debtor's schedules as holding a secured claim against the Debtor's bankruptcy estate in the amount of approximately \$291,000, which represents approximately 5% the secured claims the Debtor scheduled. Murtha Cullina does not and has never represented Financial Federal. On information and belief, Financial Federal was based in Houston, Texas and was acquired by Peoples United Bank in February 2010.

8. Murtha Cullina previously represented CoActive Capital Partners, Inc. in one very limited matter as local counsel in Connecticut in connection with the service of a Subpoena, which was unrelated to matters involving the Debtor or the Debtor's bankruptcy case.

9. In October 2010, after the petition date, Mark G. DeGiacomo of Murtha Cullina was contacted by an attorney representing Todd McMahon ("McMahon"), a purported creditor of the Debtor, to potentially represent him in connection with objecting to the Debtor's Emergency Motion to Sell filed at the outset of the Debtor's Chapter 11 case. Within a few days of Attorney DeGiacomo's initial discussion with McMahon's attorney, Attorney DeGiacomo was advised that McMahon had engaged other counsel to represent him. Murtha Cullina does not and has never represented McMahon.

10. Due to the size and diversity of Murtha Cullina's practice, other than the connections and/or relationships set forth above, Murtha Cullina may have represented or otherwise dealt with, and may now be representing or otherwise dealing with, various persons (and their attorneys and accountants) who are or who may consider themselves creditors or parties in the interest in this case. To the best of my knowledge and information, such representation or involvement does not relate in any way to the Debtor, its estate or its pending case. To the best of my knowledge, after due inquiry, Murtha Cullina:

- (a) is not a creditor of the Debtor, or an "insider" of the Debtor, as the term is defined at 11 U.S.C. § 101(31);
- (b) is not and has not been, within two years before the date of the filing of the petition, an employee of the Debtor; and
- (c) does not have an interest materially adverse to the interests of the Debtor's estate, or of any creditors thereof, by reason of any direct or indirect relationship to or connection with the Debtor or for any other reason.

11. I hereby represent that I and each member of my firm is a "disinterested person" as that term is defined in 11 U.S.C. §101(14).

12. I hereby represent that I have not agreed to share with any person except with members of Murtha Cullina, the compensation to be paid for the services rendered in this case.

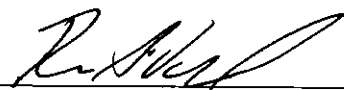
13. I have not received a retainer in this case.

14. I shall amend this statement immediately upon my learning that (A) any of the within representations are incorrect or (B) there is any change of circumstance relating thereto.

15. I have reviewed the provisions of MLBR 2016-1.

I DECLARE UNDER THE PENALTY OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, THE FOREGOING IS TRUE AND CORRECT.

DATED THIS 4th DAY OF March, 2011.



Thomas S. Vangel

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

In re

BLUEWATER HLD CORP.
Debtor

Chapter 7

Bankruptcy No. 10-21384-FJB

DECLARATION RE: ELECTRONIC FILING

PART I- DECLARATION

I Thomas S. Vangel, hereby declare(s) under penalty of perjury that all of the information contained in my Affidavit of Thomas S. Vangel in Support of Chapter 7 Trustee's Application for Authority to Employ Murtha Cullina LLP as Counsel (singly or jointly the "Document"), filed electronically, is true and correct. I understand that this DECLARATION is to be filed with the Clerk of Court electronically concurrently with the electronic filing of the Document. I understand that failure to file this DECLARATION may cause the Document to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that, pursuant to the Massachusetts Electronic Filing Local Rule (MEFR) 7(b), all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after the closing of this case.

Dated: March 4, 2011

Thomas S. Vangel
(Affiant)

PART II - DECLARATION OF ATTORNEY (IF AFFIANT IS REPRESENTED BY COUNSEL)

I certify that the affiant(s) signed this form before I submitted the Document, I gave the affiant(s) a copy of the Document and this DECLARATION, and I have followed all other electronic filing requirements currently established by local rule and standing order. This DECLARATION is based on all information of which I have knowledge and my signature below constitutes my certification of the foregoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.

Dated:

Signed: _____
Attorney for Affiant

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CERTIFICATE OF SERVICE

I, Ryan M. MacDonald, hereby certify that on the 4th day of March, 2011, I served a copy of the *Chapter 7 Trustee's Application for Authority to Murtha Cullina LLP as Counsel to Trustee and Affidavit of Thomas S. Vangel in Support of Chapter 7 Trustee's Application for Authority to Employ Murtha Cullina LLP as Counsel*, via first-class mail, postage prepaid or by electronic mail upon the parties listed on the attached Service List.

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Westwood, MA 02090

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68 Hopkinton Rd Route 135
Westboro, MA 01581-2126

Massachusetts Department of Revenue
Bankruptcy Unit
P.O. Box 9564
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Oshawa, ON L1J 7E2

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S. Norwalk, CT 06854

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Nashoba Valley Medical Center
200 Groton Road
Ayer, MA 01432

Earth Source
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Raynham, MA 02767-0172

McCarter And English
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Boston, MA 02110-3113

National Grid
Bankruptcy Dept.
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Syracuse, NY 13202

Eastern Bank
PO Box 843350
Boston, MA 02284

Mercedes-Benz Financial Services USA LLC
Payment Processing
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Milwaukee, Wisconsin 53201-3198

National Grid
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Economic Development Canada
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Ottawa, ON K1A 1K3

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Eplan Services, Inc.
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Denver, CO 80206

Miller Environmental
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Calverton, NY 11933

New England Recycling, Inc.
490 Winthrop Street
Taunton, MA 02780

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Peerless Insurance Company
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Keene, NH 03431-7051

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Onyx Trans Inc
18 Wetherbee St
Acton, MA 01720

Pembroke Concrete Products, Inc.
793 Washington Street
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Pipe Plus
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CL Remittance Center
Hartford, CT 06183-1008

Septic Preservation Services LLC
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Attleboro, MA 02703

Poland Springs Water Company
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Rotary Collision Centers
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South Yarmouth, MA 02664

Service Tire Truck Center
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THG Corp
The Hope Group LLC
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Concord, NH 03302-2004

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State Of Connecticut
Department Of Revenue Services
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Hartford, CT 06104

Town of Falmouth
Collectors Office
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Falmouth, MA 02541

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